

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

THE WAVE STUDIO, LLC,

Plaintiff,

v.

GENERAL HOTEL MANAGEMENT
LTD., *et al.*,

Defendants.

13-CV-09239 (CS)

**DEFENDANT NEXTAG, INC.'S ANSWER
TO FIRST AMENDED COMPLAINT**

Defendant, Nextag, Inc. ("Defendant") hereby answers the First Amended Complaint (the "First Amended Complaint") filed by plaintiff The Wave Studio, LLC ("Plaintiff") as follows:

NATURE OF THIS ACTION

1. In response to Paragraph 1 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.
2. In response to Paragraph 2 of the First Amended Complaint, Defendant admits that this is an action for copyright infringement. Defendant denies any remaining allegations in this Paragraph.
3. In response to Paragraph 3 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.
4. In response to Paragraph 4 of the First Amended Complaint, Defendant denies the allegations of this Paragraph to the extent to they pertain to Defendant. Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies any remaining allegations in this Paragraph.

JURISDICTION AND VENUE

5. In response to Paragraph 5 of the First Amended Complaint, Defendant admits that the First Amended Complaint purports to allege violations of copyright law. To the extent the plaintiff intends to have alleged other facts or conclusions in this paragraph those are denied.

6. In response to Paragraph 6 of the First Amended Complaint, Defendant admits that the Court has subject matter jurisdiction over this action.

7. In response to Paragraph 7 of the First Amended Complaint, Defendant admits that it has done business in this district. Defendant denies any remaining allegations in this Paragraph as to Defendant. Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph pertaining to other defendants.

8. In response to Paragraph 8 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

THE PARTIES

9. In response to Paragraph 9 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

10. In response to Paragraph 10 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

11. In response to Paragraph 11 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

12. In response to Paragraph 12 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

13. In response to Paragraph 13 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

14. In response to Paragraph 14 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

15. In response to Paragraph 15 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

16. In response to Paragraph 16 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

17. In response to Paragraph 17 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

18. In response to Paragraph 18 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

19. In response to Paragraph 19 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

20. In response to Paragraph 20 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

21. In response to Paragraph 21 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

22. In response to Paragraph 22 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

23. In response to Paragraph 23 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

24. In response to Paragraph 24 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

25. In response to Paragraph 25 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

26. In response to Paragraph 26 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

27. In response to Paragraph 27 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

28. In response to Paragraph 28 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

29. In response to Paragraph 29 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

30. In response to Paragraph 30 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

31. In response to Paragraph 31 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

32. In response to Paragraph 32 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

33. In response to Paragraph 33 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

34. In response to Paragraph 34 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

35. In response to Paragraph 35 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

36. In response to Paragraph 36 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

37. In response to Paragraph 37 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

38. In response to Paragraph 38 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

39. In response to Paragraph 39 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

40. In response to Paragraph 40 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

41. In response to Paragraph 41 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

42. In response to Paragraph 42 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

43. In response to Paragraph 43 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

44. In response to Paragraph 44 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

45. In response to Paragraph 45 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

46. In response to Paragraph 46 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

47. In response to Paragraph 47 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

48. In response to Paragraph 48 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

49. In response to Paragraph 49 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

50. In response to Paragraph 50 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

51. In response to Paragraph 51 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

52. In response to Paragraph 52 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

53. In response to Paragraph 53 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

54. In response to Paragraph 54 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

55. In response to Paragraph 55 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

56. In response to Paragraph 56 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

57. In response to Paragraph 57 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

58. In response to Paragraph 58 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

59. In response to Paragraph 59 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

60. In response to Paragraph 60 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

61. In response to Paragraph 61 of the First Amended Complaint, Defendant admits that it has an office at 2955 Campus Drive, 3rd Floor, San Mateo, CA 94403 and uses the domain name www.nextag.com. Defendant further admits that it has transacted business in the State of New York. Defendant denies any remaining allegations in this Paragraph.

62. In response to Paragraph 62 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

63. In response to Paragraph 63 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

64. In response to Paragraph 64 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

65. In response to Paragraph 65 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

66. In response to Paragraph 66 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

67. In response to Paragraph 67 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

68. In response to Paragraph 68 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

69. In response to Paragraph 69 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

FACTUAL BACKGROUND

70. In response to Paragraph 70 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

71. In response to Paragraph 71 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

72. In response to Paragraph 72 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

73. In response to Paragraph 73 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

74. In response to Paragraph 74 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

75. In response to Paragraph 75 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

76. In response to Paragraph 76 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

77. In response to Paragraph 77 of the First Amended Complaint, Defendant admits that purported copies of registration certificates are attached as exhibits to the Complaint filed in this matter. Defendant lacks knowledge and information sufficient to admit or deny any remaining allegations in this Paragraph, and therefore denies all allegations contained in this Paragraph.

78. In response to Paragraph 78 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

79. In response to Paragraph 79 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

80. In response to Paragraph 80 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

81. In response to Paragraph 81 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

82. In response to Paragraph 82 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

83. In response to Paragraph 83 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

84. In response to Paragraph 84 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

85. In response to Paragraph 85 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

86. In response to Paragraph 86 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

87. In response to Paragraph 87 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

88. In response to Paragraph 88 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

89. In response to Paragraph 89 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

90. In response to Paragraph 90 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

91. In response to Paragraph 91 of the First Amended Complaint, Defendant admits that it has not sought Plaintiff or Junior Lee's permission to utilize the accused images.

92. In response to Paragraph 92 of the First Amended Complaint, Defendant denies all allegations contained in this Paragraph as to Defendant. Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph as to any other defendants.

93. In response to Paragraph 93 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

94. In response to Paragraph 94 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

**First Claim for Relief
Copyright Infringement Against All Defendants
(17 U.S.C. § 101 *et. seq.*)**

95. In response to Paragraph 95 of the First Amended Complaint, Defendant admits that this Paragraph purports to reallege by reference the allegations in the paragraphs above.

96. In response to Paragraph 96 of the First Amended Complaint, Defendant denies the allegations in this Paragraph as to Defendant. Defendant lacks knowledge and information sufficient to admit or deny the allegations in this Paragraph as to any other defendants, and therefore denies any remaining allegations contained in this Paragraph.

97. In response to Paragraph 97 of the First Amended Complaint, Defendant denies the allegations in this Paragraph as to Defendant. Defendant lacks knowledge and information sufficient to admit or deny the allegations in this Paragraph as to any other defendants, and therefore denies any remaining allegations contained in this Paragraph.

98. In response to Paragraph 98 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

99. In response to Paragraph 99 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

100. In response to Paragraph 100 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

101. In response to Paragraph 101 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

102. In response to Paragraph 102 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

103. In response to Paragraph 103 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

104. In response to Paragraph 104 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

105. In response to Paragraph 105 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

106. In response to Paragraph 106 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

107. In response to Paragraph 107 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

108. In response to Paragraph 108 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

109. In response to Paragraph 109 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

110. In response to Paragraph 110 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

111. In response to Paragraph 111 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

112. In response to Paragraph 112 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

113. In response to Paragraph 113 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

114. In response to Paragraph 114 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

115. In response to Paragraph 115 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

116. In response to Paragraph 116 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

117. In response to Paragraph 117 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

118. In response to Paragraph 118 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

119. In response to Paragraph 119 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

120. In response to Paragraph 120 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

121. In response to Paragraph 121 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

122. In response to Paragraph 122 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

123. In response to Paragraph 123 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

124. In response to Paragraph 124 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

125. In response to Paragraph 125 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

126. In response to Paragraph 126 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

127. In response to Paragraph 127 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

128. In response to Paragraph 128 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

129. In response to Paragraph 129 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

130. In response to Paragraph 130 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

131. In response to Paragraph 131 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

132. In response to Paragraph 132 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

133. In response to Paragraph 133 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

134. In response to Paragraph 134 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

135. In response to Paragraph 135 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

136. In response to Paragraph 136 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph. In response to Paragraph 136 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

137. In response to Paragraph 137 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

138. In response to Paragraph 138 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

139. In response to Paragraph 139 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

140. In response to Paragraph 140 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

141. In response to Paragraph 141 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

142. In response to Paragraph 142 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

143. In response to Paragraph 143 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

144. In response to Paragraph 144 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

145. In response to Paragraph 145 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

146. In response to Paragraph 146 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

147. In response to Paragraph 147 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

148. In response to Paragraph 148 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

149. In response to Paragraph 149 of the First Amended Complaint, Defendant admits that it has at various points posted licensed images of hotels on its website. As to all other allegations in paragraph 149, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies the remaining allegations contained in this Paragraph.

150. In response to Paragraph 150 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

151. In response to Paragraph 151 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

152. In response to Paragraph 152 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

153. In response to Paragraph 153 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

154. In response to Paragraph 154 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

155. In response to Paragraph 155 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

156. In response to Paragraph 156 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

157. In response to Paragraph 157 of the First Amended Complaint, Defendant objects to this Paragraph as it solely states a legal conclusion, that to the extent it alleges facts such allegations are vague, ambiguous and capable of multiple interpretations, and on these bases denies all allegations contained in this Paragraph. To the extent this paragraph alleges intentional wrongdoing by this Defendant, Defendant denies the allegations of this Paragraph as to Defendant. Defendant lacks knowledge and information sufficient to admit or deny any

remaining allegations in this Paragraph, and therefore denies all remaining allegations contained in this Paragraph.

158. In response to Paragraph 158 of the First Amended Complaint, Defendant objects to this Paragraph as it solely states a legal conclusion, and on that basis denies all allegations contained in this Paragraph. Defendant further denies the allegations of this Paragraph as to Defendant. Defendant lacks knowledge and information sufficient to admit or deny the allegations in this Paragraph as to any other defendants, and therefore denies all allegations contained in this Paragraph as to other defendants.

159. In response to Paragraph 159 of the First Amended Complaint, Defendant objects to this Paragraph as it solely states a legal conclusion, and on that basis denies all allegations contained in this Paragraph. Defendant further denies the allegations of this Paragraph as to Defendant. Defendant lacks knowledge and information sufficient to admit or deny the allegations in this Paragraph as to any other defendants, and therefore denies all allegations contained in this Paragraph as to other defendants.

160. In response to Paragraph 160 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

161. In response to Paragraph 161 of the First Amended Complaint, Defendant denies the allegations of this Paragraph as to Defendant. Defendant lacks knowledge and information sufficient to admit or deny the allegations in this Paragraph as to any other defendants, and therefore denies all allegations contained in this Paragraph as to other defendants.

Second Claim for Relief
Contributory Copyright Infringement

162. In response to Paragraph 162 of the First Amended Complaint, Defendant admits that this Paragraph purports to reallege by reference the allegations in the paragraphs above.

163. In response to Paragraph 163 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

164. In response to Paragraph 164 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

165. In response to Paragraph 165 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

166. In response to Paragraph 166 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

167. In response to Paragraph 167 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

168. In response to Paragraph 168 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

169. In response to Paragraph 169 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

170. In response to Paragraph 170 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

171. In response to Paragraph 171 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

172. In response to Paragraph 172 of the First Amended Complaint, Defendant denies the allegations of this Paragraph as to Defendant. Defendant lacks knowledge and information sufficient to admit or deny the allegations in this Paragraph as to any other defendants, and therefore denies all allegations contained in this Paragraph as to other defendants.

173. In response to Paragraph 173 of the First Amended Complaint, Defendant admits that this Paragraph purports to seek damages recoverable under the Copyright Act. Defendant denies that Plaintiff is entitled to any recovery against Defendant.

Third Claim for Relief
Vicarious Copyright Infringement

174. In response to Paragraph 174 of the First Amended Complaint, Defendant admits that this Paragraph purports to realleges by reference the allegations in the paragraphs above.

175. In response to Paragraph 175 of the First Amended Complaint, Defendant denies the allegations of this Paragraph as to Defendant. Defendant lacks knowledge and information sufficient to admit or deny the allegations in this Paragraph as to any other defendants, and therefore denies all allegations contained in this Paragraph as to other defendants.

176. In response to Paragraph 176 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

177. In response to Paragraph 177 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

178. In response to Paragraph 178 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

179. In response to Paragraph 179 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

180. In response to Paragraph 180 of the First Amended Complaint, Defendant denies the allegations of this Paragraph as to Defendant. Defendant lacks knowledge and information sufficient to admit or deny the allegations in this Paragraph as to any other defendants, and therefore denies all allegations contained in this Paragraph as to other defendants.

181. In response to Paragraph 181 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

182. In response to Paragraph 182 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

183. In response to Paragraph 183 of the First Amended Complaint, Defendant lacks knowledge and information sufficient to admit or deny, and therefore denies all allegations contained in this Paragraph.

184. In response to Paragraph 184 of the First Amended Complaint, Defendant denies the allegations of this Paragraph as to Defendant. Defendant lacks knowledge and information sufficient to admit or deny the allegations in this Paragraph as to any other defendants, and therefore denies all allegations contained in this Paragraph as to other defendants.

185. In response to Paragraph 185 of the First Amended Complaint, Defendant denies the allegations of this Paragraph as to Defendant. Defendant lacks knowledge and information sufficient to admit or deny the allegations in this Paragraph as to any other defendants, and therefore denies all allegations contained in this Paragraph as to other defendants.

186. In response to Paragraph 186 of the First Amended Complaint, Defendant admits that this Paragraph purports to seek damages recoverable under the Copyright Act. Defendant denies that Plaintiff is entitled to any recovery against Defendant.

PRAYER FOR RELIEF

- A. Defendant denies that Plaintiff is entitled to the specified relief in this Paragraph.
- B. Defendant denies that Plaintiff is entitled to the specified relief in this Paragraph.

- C. Defendant denies that Plaintiff is entitled to the specified relief in this Paragraph.
- D. Defendant denies that Plaintiff is entitled to the specified relief in this Paragraph.
- E. Defendant denies that Plaintiff is entitled to the specified relief in this Paragraph.
- F. Defendant denies that Plaintiff is entitled to the specified relief in this Paragraph.

AFFIRMATIVE DEFENSES

Defendant alleges the following affirmative defenses and reserves the right to assert additional affirmative defenses as appropriate.

First Affirmative Defense (License)

Any use of allegedly infringing images by Defendant was pursuant to an express or implied license.

Second Affirmative Defense (Innocent Infringement)

Defendant was not aware and had no reason to believe that any of the alleged acts constituted an infringement of Plaintiff's copyright. Any use of the allegedly infringing images by Defendant was done, if at all, with Innocent Intent, in that Defendant believed in good faith that any such conduct did not constitute an infringement of copyright.

Third Affirmative Defense (17 U.S.C. § 412)

Some or all of the copyrights that Plaintiff alleges have been infringed by Defendant were not registered prior to the commencement of any alleged infringement or within three months of publication, thus barring Plaintiff, under 17 U.S.C. § 412, from recovering statutory damages or attorneys' fees pursuant to 17 U.S.C. § 504.

Fifth Affirmative Defense (Bad Faith)

Plaintiff's prosecution of the instant action against Defendant is in bad faith given Defendant's immediate take-down of the accused images upon notification and reasonable offer of compensation in excess of any damages recoverable by Plaintiff.

Fourth Affirmative Defense (Improper Joinder of Defendants)

Plaintiff has improperly joined numerous defendants in this single action without commonality as to the transactions or occurrences giving rise to Plaintiff's claims.

Fifth Affirmative Defense (Laches)

Plaintiff's claim is barred by the doctrine of laches.

Sixth Affirmative Defense (Unclean Hands)

Plaintiff's claim is barred by the doctrine of unclean hands.

Seventh Affirmative Defense (Statute of Limitations)

Some or all of the purported infringements alleged by Plaintiffs are barred by the statutes of limitations set forth in section 507 of the Copyright Act, 17 U.S.C. § 507.

Eighth Affirmative Defense (Failure to Register Copyright)

Some or all of the images that Plaintiff alleges have been infringed by Defendant were not registered prior to the commencement of this action.

Ninth Affirmative Defense (Waiver / License / Abandonment)

Plaintiff cannot recover as Plaintiff heretofore waived, licensed, abandoned or forfeited any rights previously held under the Copyright Act, surrendered by operation of law.

Tenth Affirmative Defense (Fair Use)

Plaintiff's claims are barred by the doctrine of fair use pursuant to 17 U.S.C. § 107 in view of the nature of the works asserted by Plaintiff, the amount (if any) and substantiality of the portions of such works used by Defendant in relation to the works as a whole, the purpose and character of any use thereof made by Defendant, and the effect, if any, of such use on the potential market for the works.

Eleventh Affirmative Defense (1st, 4th, and 5th Amendments to U.S. Constitution)

Plaintiff's claims would infringe the First, Fourth and Fifth Amendments to the U.S. Constitution.

PRAYER

Wherefore, Defendant prays as follows:

- A. That Plaintiff take nothing by the First Amended Complaint and that the First Amended Complaint be dismissed with prejudice.
- B. That Defendant be awarded its reasonably attorneys' fees.

- C. That Defendant be awarded its costs of suit.
- D. That Defendant be granted such other and further relief as the Court determines is just and proper.

JURY DEMAND

Defendant demands trial by jury on all issues triable to a jury.

Dated: June 6, 2014

Respectfully Submitted,
HERNSTADT ATLAS PLLC

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